

HAZELRIGG & COX, LLP

ATTORNEYS AT LAW

415 WEST MAIN STREET

P.O. Box 676

FRANKFORT, KENTUCKY 40602-0676

Zoot-0021

WILLIAM P. CURLIN, JR.
DANDEIDGE F. WALTON
JOHN B. BAUGHMAN
ROBERT C. MOORE
CLAYTON B. PATRICK
SQUIRE N. WILLIAMS III

DYKE L. HAZELRIGG (1881-1970)
LOUIS COX (1907-1971)

FAX: (502) 875-7158
TELEPHONE: (502) 227-2271

April 26, 2004

Via Hand-Delivery

Mr. Tom Dorman
Executive Director
Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, Kentucky 40602-0615

Drop Box
RECEIVED

APR 26 2004

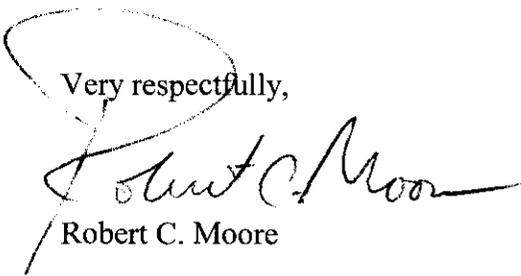
PUBLIC SERVICE
COMMISSION

Re: Orchard Grass Utilities, Inc.
Joint Application for Approval of Transfer

Dear Mr. Dorman:

Please find enclosed for filing the original and 11 copies of the Resolution of the Board of Directors of Orchard Grass Utilities, Inc., authorizing the transfer of the stock of Orchard Grass Utilities, Inc. To the Oldham county Sewer District. I have also enclosed for filing the original and 11 copies of the Post-Hearing Brief of Orchard Grass Utilities, Inc. Please call me if you have any questions concerning same.

Very respectfully,


Robert C. Moore

Enclosures
cc: Carroll A. Cogan
RCM/edl

MINUTES OF ORCHARD GRASS UTILITIES, INC.

A special meeting of the Board of Directors of Orchard Grass Utilities, Inc., was held at 1706 Bardstown Road, Suite 200, Louisville, Kentucky, at approximately 9:00 a.m., on January 23, 2004. Present were Carroll F. Cogan, Doris M. Cogan and Martin G. Cogan, constituting the full membership of the said Board, and the Secretary. All members of the Board of Directors waived formal written notice of said Special Meeting. By unanimous consent, Carroll F. Cogan presided as Chairman of the meeting and acted as Secretary thereof.

The Chairman discussed the negotiation of the transfer and sale of one hundred percent of the shares of the stock of Orchard Grass Utilities, Inc., to the Oldham County Sewer District. On motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that Carroll F. Cogan, the sole shareholder of the shares of stock of Orchard Grass Utilities, inc., is hereby authorized to transfer and sell one hundred percent of said shares of stock to the Oldham County Sewer District and to execute, on his behalf and on behalf of Orchard Grass Utilities, Inc., an Agreement for Purchase and Sale of Corporate Stock entered into with the Oldham County Sewer District.

There being no further business to come before the meeting, the same was adjourned by unanimous consent.

Doris M. Cogan
Secretary

Date: 01-27-04

Carroll F. Cogan, Jr.
Carroll F. Cogan, Jr., President

Date: 01-27-04

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